

Founded in 1852
by Sidney Davy Miller

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MILLER CANFIELD

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November 10, 2010

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
PO Box 979091
St. Louis, MO 63197-9000

VIA US PRIORITY MAIL

Re: In the matter of Ace Telephone Company of Michigan, Inc. and Peninsula Telephone Company, Application for consent to assign assets pursuant to Section 214 of the Communications Act of 1934, as amended.

Dear Ms. Dortch:

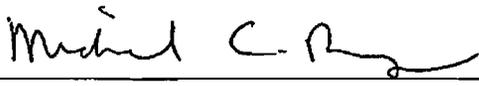
Enclosed for filing with the Commission on behalf of Ace Telephone Company of Michigan, Inc. (ATCM), and Peninsula Telephone Company (PenTel), please find an original and six (6) copies of the above-referenced Application for consent to an assignment of assets from PenTel to ATCM. A completed Fee Remittance Advice Form 159 and a check in the amount of \$1,015 to cover the amount of the filing fee for this Application are included in this packet.

In addition, a duplicate of this filing has been provided for date stamp and return in the enclosed pre-paid USPS envelope.

If you have any questions in respect to this filing, please contact me directly. Thank you for your assistance in this matter.

Very truly yours,

Miller, Canfield, Paddock and Stone, P.L.C.

By: 

Michael C. Rampe

MCR/cla

cc via email: Jodie May (jodie.may@fcc.gov)

Tracey Wilson-Parker (tracey.wilson-parker@fcc.gov)

18,500,854.1\130031-00001

*
Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)	
)	
Peninsula Telephone Company)	
Transferor)	
)	
and)	WC Docket No. _____
)	
Ace Telephone Company of Michigan, Inc.)	
Transferee)	
)	
Application for Domestic Transfer of Control of)	
Certain Assets Pursuant to § 214 of the)	
Communications Act of 1934, as Amended,)	
to Ace Telephone Company of Michigan, Inc.)	

**APPLICATION FOR DOMESTIC TRANSFER OF CONTROL
AND REQUEST FOR STREAMLINED TREATMENT**

Ace Telephone Company of Michigan, Inc. (ATCM) and Peninsula Telephone Company (PenTel) hereby respectfully request authority, pursuant to § 214 of the Communications Act of 1934, as amended, 47 USC 214, and § 63.04 of the Commission's rules, 47 CFR 63.04, to transfer certain telecommunication service lines, assets, and customers from PenTel to ATCM. The transfer would involve only domestic assets services. ATCM and PenTel further request streamlined treatment of this Application. This Application provides all information required by § 63.04(a)(1) through (a)(12) of the Commission's Rules.

I. APPLICANTS

A. ATCM

ATCM is a Michigan corporation located at 5351 N. M-37, Mesick, Michigan, 49668. ATCM is an incumbent local exchange carrier (ILEC) that provides local exchange service (including custom calling features), exchange access, domestic long distance service (pursuant to blanket § 214 authority), broadband Internet service, and video services (standard and high definition channels), to customers in geographic areas known as the Buckley, Copemish-Thompsonville, Hoxeyville, Mesick, and South Boardman exchanges, all of which are located in Michigan. ATCM does not provide any international telecommunications services.

Each of ATCM's five ILEC exchange areas is defined in its Michigan tariffs. ATCM's FRN is 0002756187, and its Study Area Code is 310704. ATCM has provided service in Michigan since 1982. ATCM has a wholly-owned subsidiary, Allendale Telephone Company, which provides local exchange and other telecommunications services in Michigan. Allendale Telephone Company, in turn, has a wholly-owned subsidiary, Drenthe Telephone Company, which also provides local exchange and other telecommunications services in Michigan.

ATCM is the wholly-owned subsidiary of Ace Telephone Association (ATA), a Minnesota member-owned cooperative. ATA's address is 207 E. Cedar Street, Houston, Minnesota, 55943-8713. ATA owns and manages ATCM, as well as ATA's own rural telecommunications operations in Iowa and Minnesota. ATA also owns and operates

Ace Link Telecommunications, Inc. (Ace Link), a competitive local exchange carrier and domestic toll carrier that operates in Caledonia, Minnesota.

B. PenTel

PenTel, a Michigan Corporation, is a licensed local exchange carrier that has been serving an area known as the Old Mission exchange since 1919. PenTel is the ILEC in the Old Mission exchange, wherein it provides local exchange service (which includes custom calling features), exchange access, broadband Internet service, and other telecommunications services to business and residential customers. PenTel does not provide any international telecommunications services. PenTel's address is 14909 Peninsula Drive, Traverse City, Michigan, 49686. PenTel's FRN is 0004339123, and its Study Area Code is 310720. PenTel has no parent company. PenTel does have a subsidiary company, Peninsula Communications, Inc., which is engaged in the installation, troubleshooting, and repair of telephone and Internet services, and which has no ownership interest in any other entities.

II. REQUEST FOR STREAMLINED TREATMENT

ATCM and PenTel respectfully request streamlined treatment of this Application pursuant to § 63.03 of the Commission's Rules. As explained below, this Application merits streamlined treatment under §§ 63.03(b)(1)(iii) and 63.03(b)(2)(iii).

This Application meets the presumptive streamlined category set forth in § 63.03(b)(1)(iii): "The proposed transaction involves only the transfer of assets of an incumbent LEC by means other than an acquisition of corporate control." PenTel and

ATCM are both ILECs because each provided telephone exchange service and each was a member of the National Exchange Carriers Association (NECA) on February 8, 1996. 47 USC 251(h). Further, the transaction involves the transfer of assets by means other than acquisition of corporate control. ATCM will not be acquiring corporate control of PenTel, nor any ownership interest in PenTel (directly or indirectly), nor will PenTel acquire any ownership interest in ATCM (directly or indirectly), nor will there be any merger between PenTel and ATCM (or an ATCM parent, affiliate or subsidiary company). ATCM would simply acquire PenTel's assets by means of a purchase agreement. After the closing of the transaction, each company would maintain its separate existence, with neither company having any ownership interest in the other.

This Application also meets the presumptive streamlined category set forth in § 63.03(b)(2)(iii):

(2) Where a proposed transaction would result in a transferee having a market share in the interstate, interexchange market of less than 10 percent, and the transferee would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, the streamlined procedures provided in this rule shall be presumed to apply to transfer of control applications in which:

* * *

(iii) The applicants are incumbent independent local exchange carriers (as defined in § 64.1902 of this chapter) that have, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas.

Section 63.03(b)(2) applies because, both before and after completion of the proposed transaction, PenTel and ATCM (and its affiliates) will have a market share in the interstate, interexchange market of substantially less than 10%. ATCM (and its

parents, affiliates and subsidiaries), at the time of the transaction, would provide competitive telephone exchange services or exchange access exclusively in geographic areas served by dominant local exchange carriers not a party to the transaction. (ATCM's provision of service in the Old Mission exchange itself would not be as a "competitive" carrier, but instead as an ILEC.¹) Both PenTel and ATCM are incumbent independent local exchange carriers as defined in 47 CFR 64.1902 that have, in combination, fewer than 2% of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas. The combined total access lines of ATA, Ace Link, ATCM, Allendale Telephone and Drenthe Telephone is approximately 24,000. When added to PenTel's approximately 1,100 access lines, the total access lines of ATA and all direct and indirect subsidiaries would be far fewer than 2% of the nation's subscriber lines installed in the aggregate nationwide. They would comprise only a very small fraction of the 3,601,735 end-user switched access lines that constituted two percent of the nation's estimated 180,086,735 end-user switched access lines as of June 30, 2004.² Neither PenTel nor ATCM (nor any parent, affiliate, or subsidiary company) have any ownership in a commercial mobile radio service provider.

ATCM and PenTel therefore respectfully request streamlined approval of this Application under §§ 63.03(b)(1)(iii) and 63.03(b)(2)(iii).

¹ See *In re Joint Application of Sacred Wind Communications and Qwest Corporation for Waiver of the Definition of "Study Area,"* 21 FCC Rcd 9227; 2006 WL 2455691 (rel'd August 15, 2006), ¶ 25.

² Industry Analysis and Technology Division, Trends in Telephone Service, April 2005, Table 8.1.

III. INFORMATION REQUIRED BY § 63.04 OF THE COMMISSION'S RULES

ATCM and PenTel submit the following information pursuant to § 63.04 of the Commission's Rules, 47 CFR 63.04.

(1) Name, address and telephone number of each applicant.

Transferor

Peninsula Telephone Company
14909 Peninsula Drive
Traverse City, Michigan 49686
Phone: (231) 223-4211
Fax: (231) 223-7640

Transferee

Ace Telephone Company of Michigan, Inc.
5351 N M-37
Mesick, Michigan 49668
Phone: (231) 885-1000
Fax: (231) 885-9915

(2) The government, state, or territory under the laws of which each corporate or partnership applicant is organized.

Both ATCM and PenTel are Michigan corporations. ATCM's subsidiary, Allendale Telephone Company, as well as Allendale Telephone Company's subsidiary, Drenthe Telephone Company, are Michigan corporations. As noted above, ATCM's parent company, ATA, is a Minnesota corporation, and ATA's other subsidiary, Ace Link, is a Minnesota corporation.

- (3) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the Application is to be addressed:**

Todd R. Roesler, Chief Executive Officer
Ace Telephone Association
207 E. Cedar Street
Houston, Minnesota 55943-8713
Phone: 507-896-3111

Mary Jo Lance, Treasurer
Peninsula Telephone Company
14909 Peninsula Drive
Traverse City, Michigan 49686
(231) 223-4211

Ronald W. Bloomberg (Michigan Bar No. 30011)
Michael C. Rampe (Michigan Bar No. 58189)
Miller, Canfield, Paddock and Stone, PLC
One Michigan Avenue
Suite 900
Lansing, MI 48933
(517) 482-2070

- (4) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least 10% percent of the equity of the applicant, and the percentage of equity owned by each of those entities to the nearest 1%.**

The following entities or persons hold, directly, a 10% or greater interest in Ace Telephone Company of Michigan, Inc. (ATCM):

Name: Ace Telephone Association
Address: 207 E. Cedar Street, Houston, Minnesota, 55943-8713
Citizenship: Minnesota, United States
Principal Business: Local exchange, exchange access, telecommunications, toll service, broadband, and video provider.
Percent Equity Owned (to nearest 1%): 100%

Ace Telephone Association (ATA), in turn, is owned by its member customers, none of whom own a 10% or more equity interest in ATA.

The following entities or persons hold, directly, a 10% or greater interest in PenTel:

Name: Jack E. Solomonson and Violet H. Solomonson
Address: 1116 Wayne Street, Traverse City, Michigan, 49684
Citizenship: United States
Principal Business: PenTel Officers
Percent Equity Owned (to nearest 1%): 78%

Each remaining owner owns less than a 10% equity interest in PenTel.

(5) Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

As evidenced by the signature of their respective authorized representatives to this Application, ATCM and PenTel certify that, pursuant to 47 CFR 1.2001 through 1.2003, no party to the Application is subject to a denial of Federal benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988.

(6) A description of the transaction.

ATCM and PenTel have entered into a confidential purchase agreement for ATCM to acquire all of PenTel's local exchange and telecommunications assets in the Old Mission exchange. The purchase agreement includes the condition precedent of ATCM acquiring the Michigan Public Service Commission's (MPSC) approval to serve the Old Mission exchange, and all other required regulatory approvals. ATCM would provide local exchange service and other telecommunication services to residential and business customers, including primary basic local exchange service (PBLES), in the Old Mission exchange. Thus, PenTel would cease providing service to the Old Mission exchange,

and the services currently provided by PenTel in the Old Mission exchange would be provided by ATCM.

The assets to be transferred include the assets that PenTel uses in its provision of local exchange and other telecommunications services, as well as broadband service. The assets also include customer contracts. ATCM would provide service using the assigned assets pursuant to authority granted by the MPSC.

(7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

ATCM is an ILEC that provides local exchange service, exchange access service, broadband Internet service, and video services (standard and high definition channels) to customers in the Michigan geographic areas known as the Buckley, Copemish-Thompsonville, Hoxeyville, Mesick, and South Boardman exchanges. Attachment A contains maps showing the general locations of the Buckley, Copemish-Thompsonville, Hoxeyville, Mesick, and South Boardman exchanges, along with detailed maps showing the boundary of each exchange. ATCM does not provide any international telecommunications services.

ATCM's subsidiary Allendale Telephone Company provides local exchange service, exchange access service, broadband Internet service, and video services (standard and high definition channels). Allendale Telephone Company provides service as an ILEC in the Allendale exchange, and as a competitive local exchange carrier in a portion of Frontier North, Inc.'s Coopersville exchange, which Allendale Telephone

Company calls the "Polkton Area." Maps showing the general location of the Allendale exchange and Polkton Area, as well as detailed boundary maps, are in Attachment B.

Allendale Telephone Company's subsidiary Drenthe Telephone Company provides local exchange service, exchange access service, and broadband Internet service. Drenthe Telephone Company provides service as an ILEC in the Drenthe exchange. A map showing the general location of the Drenthe exchange, as well as a detailed boundary map, can be found in Attachment C. Drenthe Telephone Company also provides service as a competitive local exchange carrier in the Holland and Zeeland exchanges, wherein Michigan Bell Telephone Company d/b/a AT&T Michigan is the ILEC. The general location of the Holland and Zeeland exchanges shown in Attachment C. Detailed maps of AT&T Michigan's Holland and Zeeland exchanges can be found in AT&T Michigan's online tariffs.

ATCM's parent company, ATA, provides local exchange service, long distance service, broadband Internet service, and video services in the Castalia, Clermont, Dorchester, Fort Atkinson, Highlandville, Harpers Ferry, New Albin, Ossian, and Waterville exchanges located in Iowa, and the Brownsville, Canton, Dakota, Eitzen, Granger, Hokah, Houston, La Crescent, Lanesboro, Ostrander, Peterson, Rushford exchanges located in Minnesota. Maps showing the general locations of the Iowa and Minnesota exchanges in which ATA provides service are Attachment D.

ATA's subsidiary Ace Link provides competitive local exchange, exchange access, broadband Internet, and video services in the Caledonia exchange located in Minnesota.

The general location of the Caledonia exchange is depicted in the above-referenced Attachment D.

PenTel is an ILEC that provides local exchange service, exchange access, and broadband Internet service, to customers in a single Michigan exchange area known as the Old Mission exchange. PenTel does not provide any international telecommunications services. A map of the Old Mission exchange from PenTel's Michigan Tariff is Attachment E. As noted above, PenTel's subsidiary, Peninsula Communications, Inc., is a Michigan corporation that is engaged in the installation, troubleshooting, and repair of telephone and Internet services. Peninsula Communications operates within the Old Mission exchange.

(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment;

Please see Section II ("REQUEST FOR STREAMLINED TREATMENT") above.

(9) Identification of all other Commission Applications related to the same transaction.

As of the date of the filing of this Application, no other Applications have been filed with the FCC related to this transaction. ATCM filed a copy of its notice to customers, as required by 47 CFR 64.1120(e), in CC Docket 00-257, on November 1, 2010. As noted above, ATCM has filed its request to provide local exchange service to the Old Mission exchange on October 12, 2010, in MPSC Case No. U-16468.³ The MPSC

³ ATCM's license expansion application was filed in an electronic docket with the MPSC, and can be viewed at <http://efile.mpsc.state.mi.us/efile/viewcase.php?casenum=16468>.

granted a temporary license on October 26, 2010.⁴ A permanent license is pending the MPSC's receipt of comments from interested persons, if any (the comment due date is November 17, 2010).

(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure; and

The applicants are not requesting special consideration due to an imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.

As of the date of the filing of this Application, no separate waiver request has been sought in conjunction with the transaction.

(12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

The transaction described herein will serve the public interest. ATCM is an established provider of telecommunications services to residential and business customers in Michigan. ATCM purchased the assets of the former Mesick and Northern Telephone Companies in November 1982. When ATCM assumed ownership of the two companies, service was being provided to approximately 2,500 customers predominantly via aging aerial plant facility and analogue central office equipment. In

⁴ *Id.*

many areas customers had only multi-party telephone service, with up to ten customers per line, available to them. A significant number of customers awaited service to their homes and businesses.

From 1983 to 1985, ATCM completely rebuilt the telephone plant infrastructure, including constructing new buried cable and digital switching equipment. To date, ATCM has invested \$22 million in plant, property, and equipment. ATCM presently provides high quality telecommunications service to 4,300 customers in the Buckley, Copemish-Thompsonville, Hoxeyville, Mesick, and South Boardman exchanges. This service is provided via buried, single-party plant facility and digital switching equipment. Moreover, customers can choose from an array of services such as calling features, voice mail, long distance service, broadband Internet service, and video services. ATCM's history of providing quality service to customers demonstrates that it has the technical and financial qualifications necessary to serve the Old Mission exchange.

With the support of ATCM's parent company, ATA, it will have a strong management team that will continue to provide quality telecommunications services to the customers acquired from PenTel. ATCM will have access to significant financial resources from ATA, which will enable it to provide innovative and diversified service offerings in the Old Mission exchange.

The transaction would have no adverse impact on customers in the Old Mission exchange. With respect to primary basic local exchange service (PBLES), which is the only rate-regulated local exchange service in Michigan, ATCM will provide such service to residential customers in the Old Mission exchange using the same rates that PenTel

currently has for PBLES. With respect to rate-unregulated services, the PenTel transaction will not trigger a rate increase, and ATCM has no immediate plans to change its rates for rate-unregulated services from those currently paid by PenTel customers in the Old Mission exchange. ATCM has provided advance written notice to existing PenTel customers in the Old Mission Exchange as required by 47 CFR 64.1120(e).

Finally, ATCM is prepared to function as a carrier of last resort in the Old Mission exchange. It will offer voice-grade access to the public telephone network through variety of local calling plans. ATCM will provide dual tone multi-frequency signaling, and customers will have exclusive use of their access line for each call placed. Customers will have access to 9-1-1 or E9-1-1, operator services, interexchange services (and toll control or toll blocking), and directory assistance. ATCM will be functional in emergency situations through the use of back-up power to ensure functionality without an external power source. ATCM will provide all the services to which Old Mission customers have grown accustomed to meet their needs.

The transaction will not lead to the concentration of any market share in any ATCM service territory. Nor will the transaction present any anti-competitive issues, or the eliminate a competitor, because ATCM will simply be the successor of an ILEC in the Old Mission exchange. Neither PenTel nor ATCM are foreign carriers and neither has any foreign carrier affiliations.

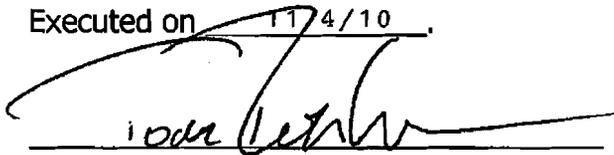
IV. CONCLUSION

Based on the foregoing, the Commission is respectfully requested to authorize the transfer of control of PenTel's lines and assets to ATCM.

Signatures may be executed in counterparts.

I certify under penalty of perjury that the foregoing is true and correct.

Executed on 11/4/10.



On behalf of
Ace Telephone Company of Michigan, Inc.
Todd R. Roesler, Chief Executive Officer
Ace Telephone Association
207 E. Cedar St
Houston, Minnesota 55943-8713
Phone: 507-896-3111

I certify under penalty of perjury that the foregoing is true and correct.

Executed on _____.

On behalf of
Peninsula Telephone Company
Jack E. Solomonson
President of the Board of Directors
14909 Peninsula Drive
Traverse City, Michigan 49686
Phone: (231) 223-4211
Fax: (231) 223-7640

IV. CONCLUSION

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Todd R. Roesler, Chief Executive Officer
Ace Telephone Association
207 E. Cedar St
Houston, Minnesota 55943-8713
Phone: 507-896-3111

I certify under penalty of perjury that the foregoing is true and correct.

Executed on 11/3 /10.



On behalf of
Peninsula Telephone Company
Jack E. Solomonson
President of the Board of Directors
14909 Peninsula Drive
Traverse City, Michigan 49686
Phone: (231) 223-4211
Fax: (231) 223-7640

Attachment A

Broadband Service Inventory

Wexford County Michigan

Updated October 1, 2010
BETA Version

Submit questions or recommended changes to
maps@connectmichigan.org



As required by the US Department of Commerce's State Broadband Data and Development Grant Program, if broadband service is available to at least one household in a census block then for mapping purposes, that census block is reported to have some level of broadband availability. As such, broadband availability of an exact address level cannot be guaranteed. Providers supplying more specific data than census blocks are displayed as such.

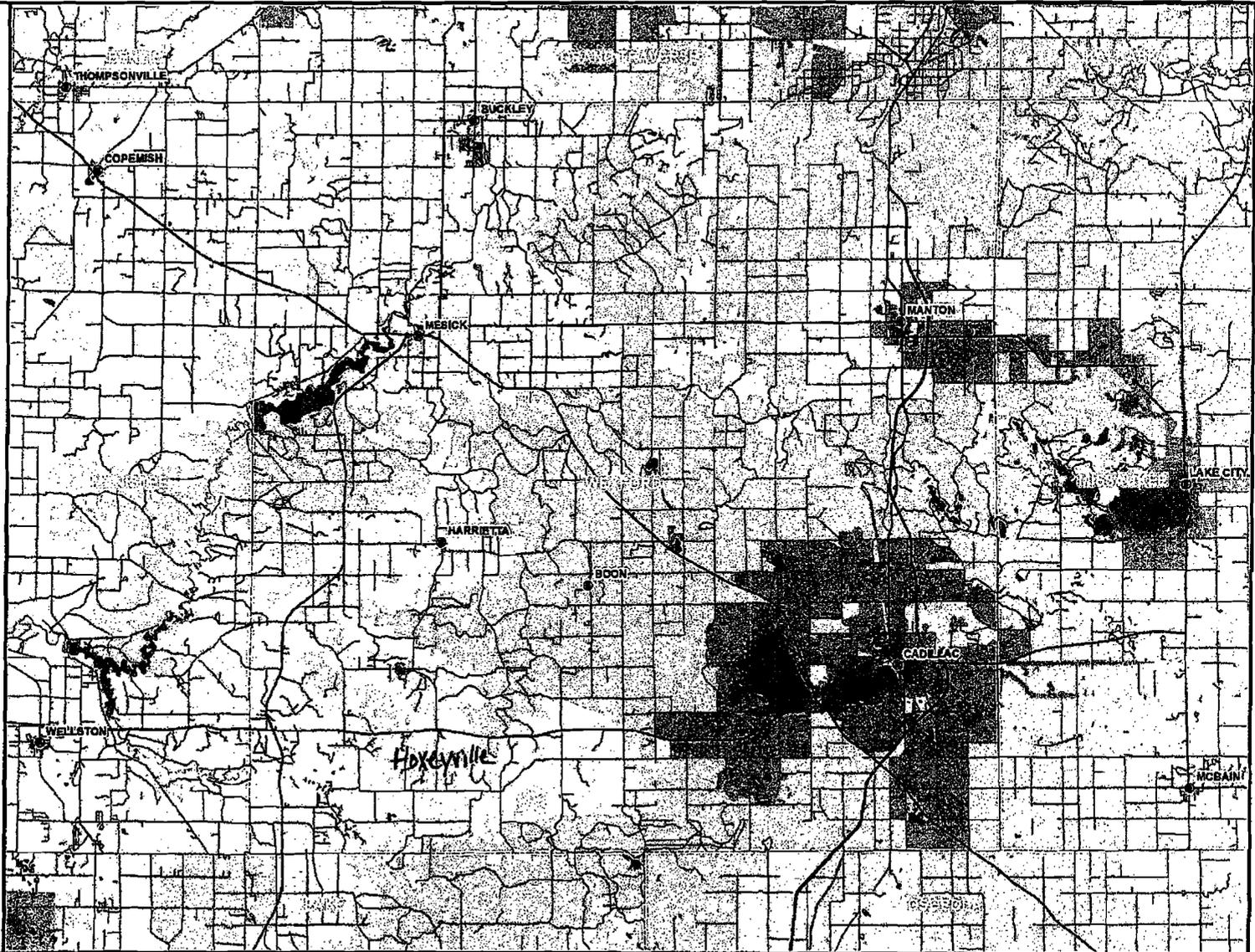
The map represents areas of broadband service availability determined by technical analysis of provider networks and assumptions for the impact of external factors on service quality. Satellite broadband services may also be available.

Map users are encouraged to participate in improving broadband data granularity through data validation and field testing efforts. Learn more about this and other broadband mapping facts at www.connectmichigan.org.



Symbology

- City
- Interstate
- U.S. Highway
- Local Road
- County Boundary
- ▨ National and State Lands
- ▨ Water
- ▨ Fiber Broadband Service Available
- ▨ Cable Broadband Service Available
- ▨ DSL Broadband Service Available
- ▨ Fixed Wireless Broadband Service Available
- ▨ Mobile Wireless Broadband Service Available
- ▨ Unserved Areas



Broadband Service Inventory

Grand Traverse County Michigan

Updated October 1, 2010
BETA Version

Submit questions or recommended changes to:
mapinfo@connectmichigan.org



As required by the US Department of Commerce's State Broadband Data and Development Grant Program, if broadband service is available in at least one household in a census block, then for mapping purposes, that census block is reported to have some level of broadband availability. As such, broadband availability at an exact address location cannot be guaranteed. Providers supplying more specific data than census blocks are displayed as such.

This map represents areas of broadband service availability determined by technical analysis of provider networks and accommodations for the impact of external factors on service quality. Satellite broadband services may also be available.

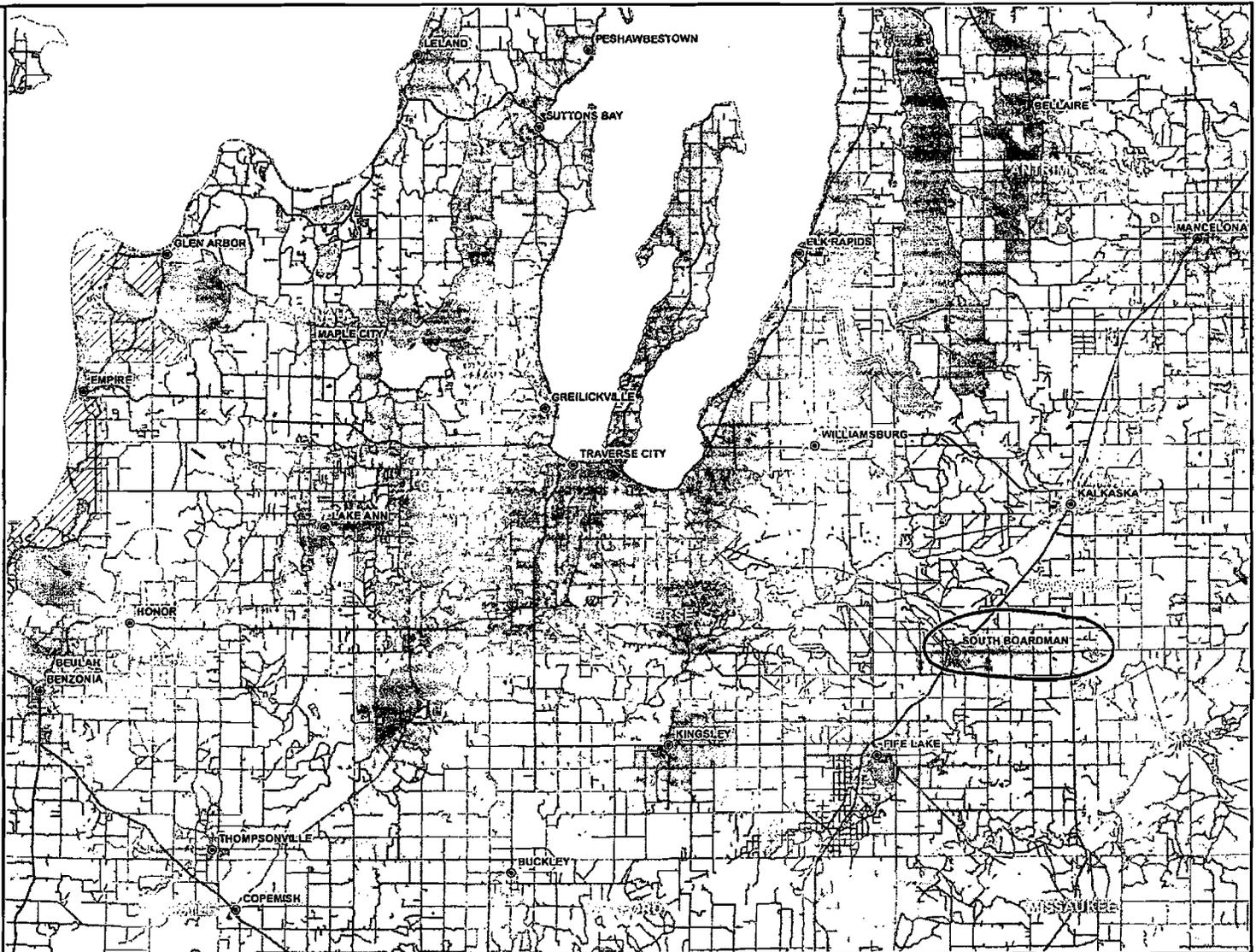
Map users are encouraged to participate in improving broadband data granularity through data validation and field testing efforts. Learn more about this and other broadband mapping facts at www.connectmichigan.org



Symbology

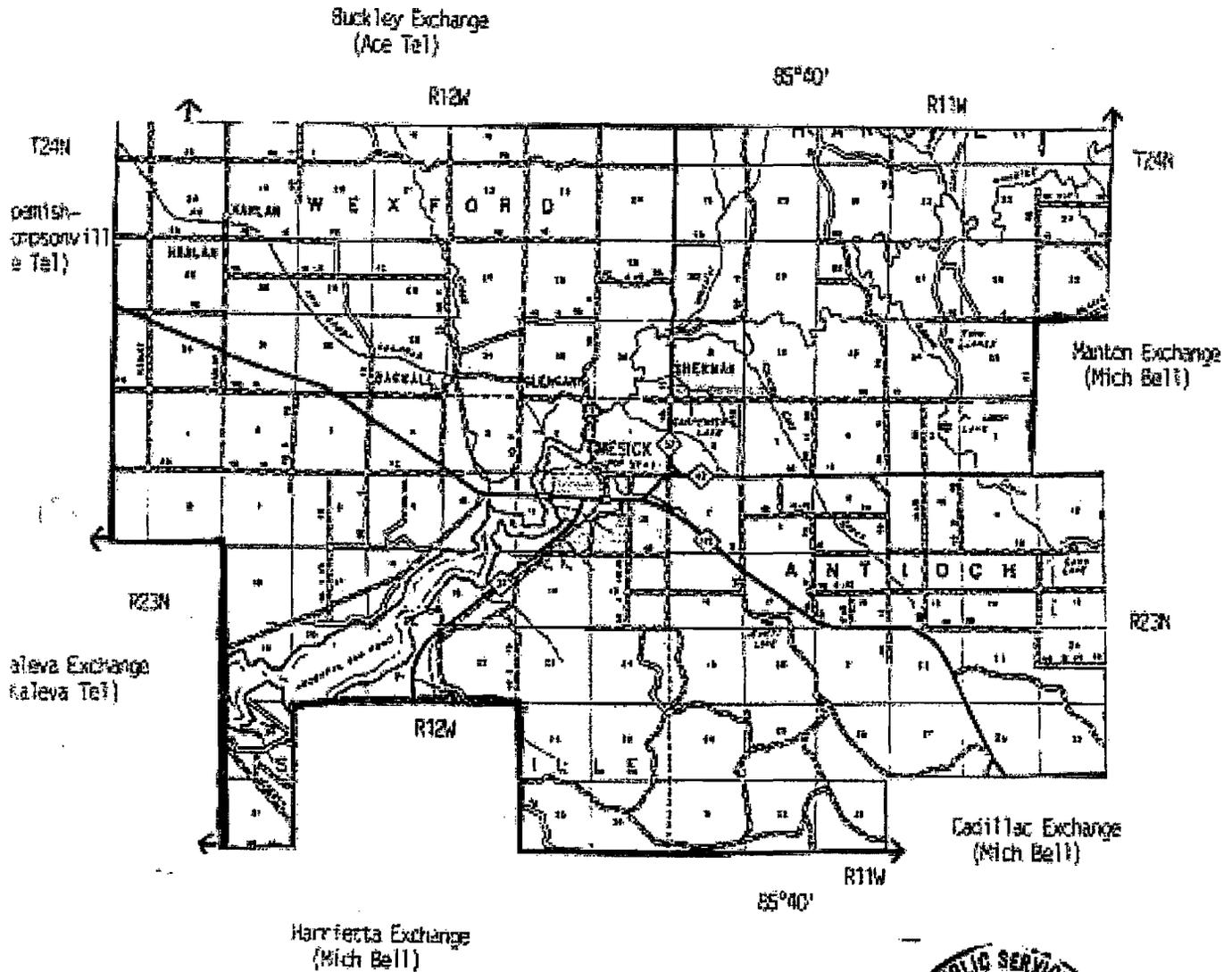
- City
- Interstate
- U.S. Highway
- Local Road
- County Boundary
- ▨ National and State Lands
- ☪ Water
- ▨ Fiber Broadband Service Available
- ▨ Cable Broadband Service Available
- ▨ DSL Broadband Service Available
- ▨ Fixed Wireless Broadband Service Available
- ▨ Mobile Wireless Broadband Service Available
- ▨ Unserved Areas

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EXCHANGE SERVICE AREA

Exchange: Hasick



Issued: March 9, 1993

Effective: March 22, 1993

Issued under the authority of the Michigan Public Service
Commission Order dated December 22, 1992, in Case No. U-10064.

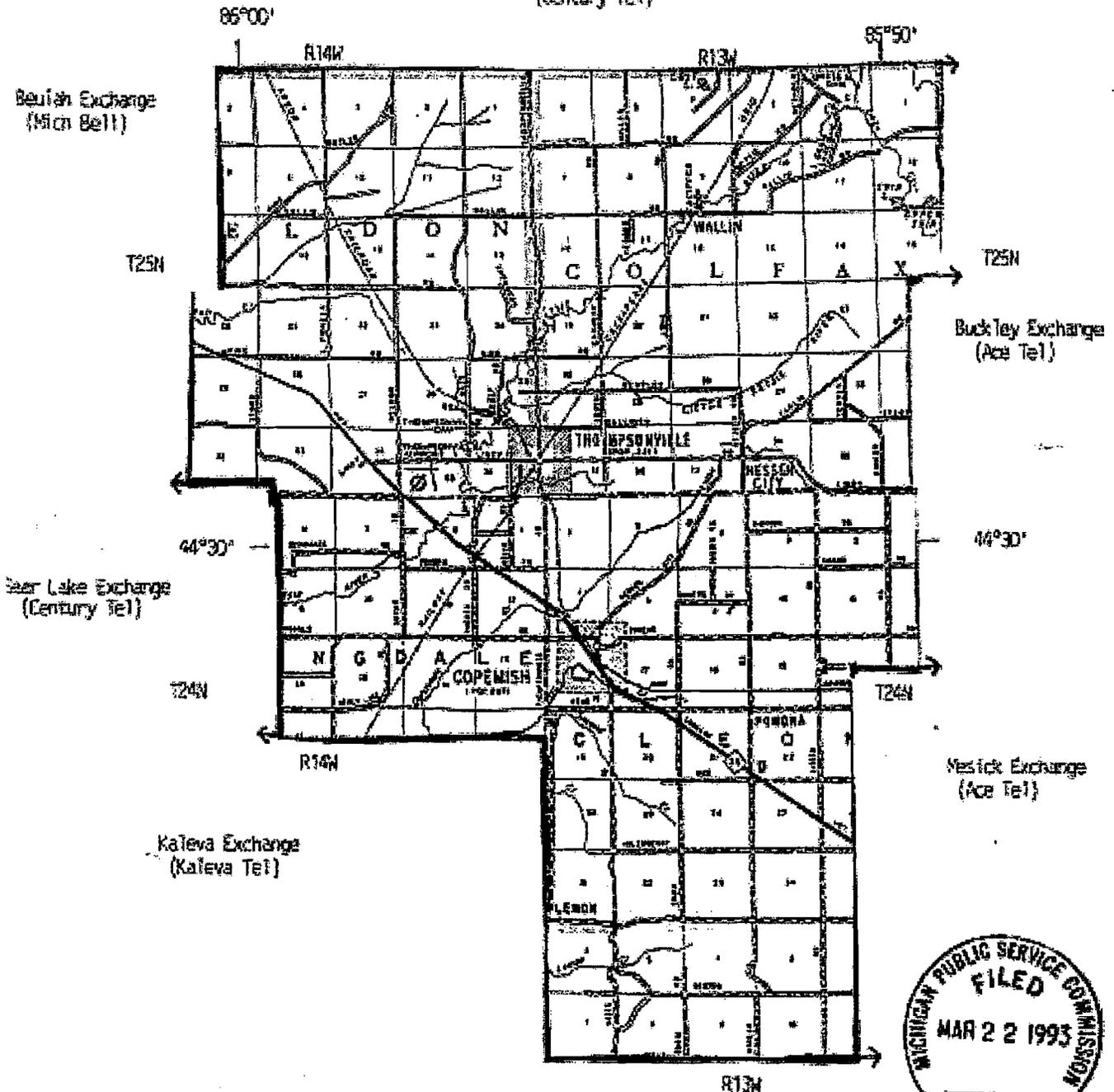
By: Jon H. Owens, Exec. Vice Pres./Gen. Mgr.

Hasick, Michigan

EXCHANGE SERVICE AREA

Exchange: Copenish-Thompsonville

Lake Ann Exchange
(Century Tel)



Issued: March 9, 1993

Effective: March 22, 1993

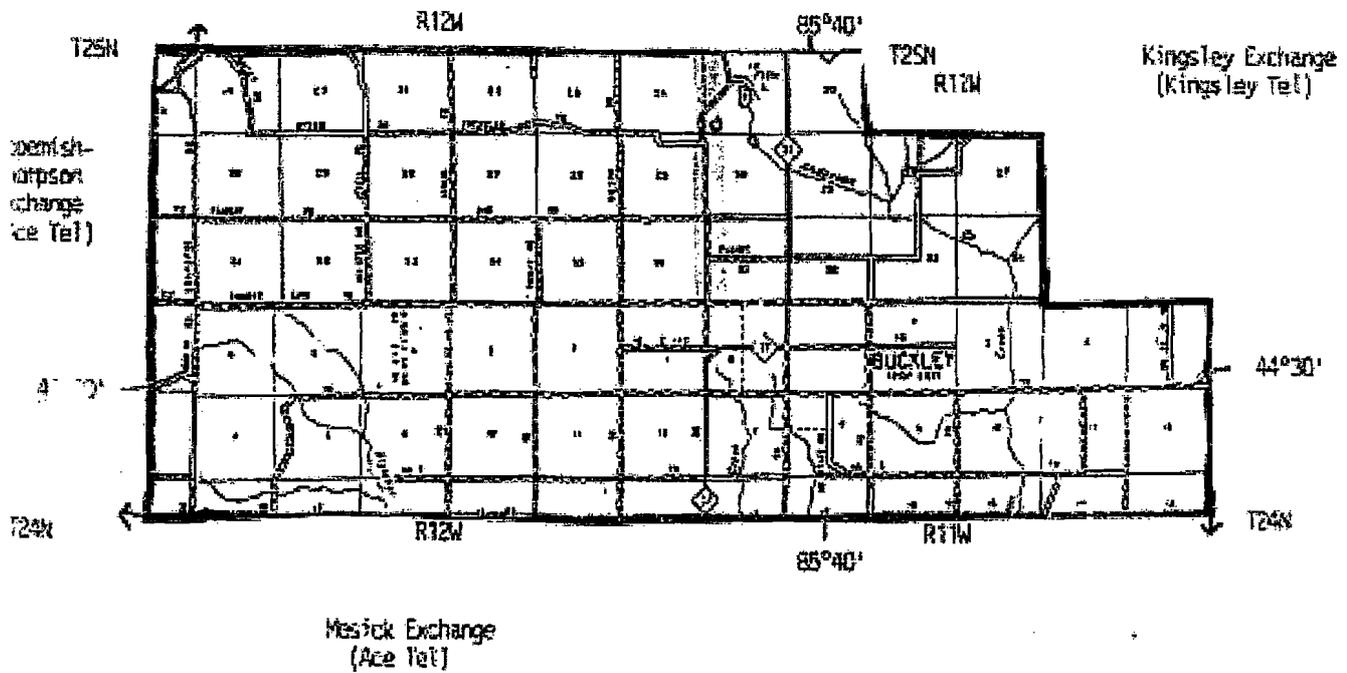
Issued under the authority of the Michigan Public Service
Commission Order dated December 22, 1992, in Case No. U-10054.

By: Jon W. Owens, Exec. Vice Pres./Gen. Mgr.

Heston, Michigan

EXCHANGE SERVICE AREA

Exchange: Buckley



Issued: March 9, 1993

Effective: March 22, 1993

Issued under the authority of the Michigan Public Service
Commission Order dated December 22, 1992, in Case No. U-18064.

By: Jon W. Owens, Exec. Vice Pres./Gen. Mgr.

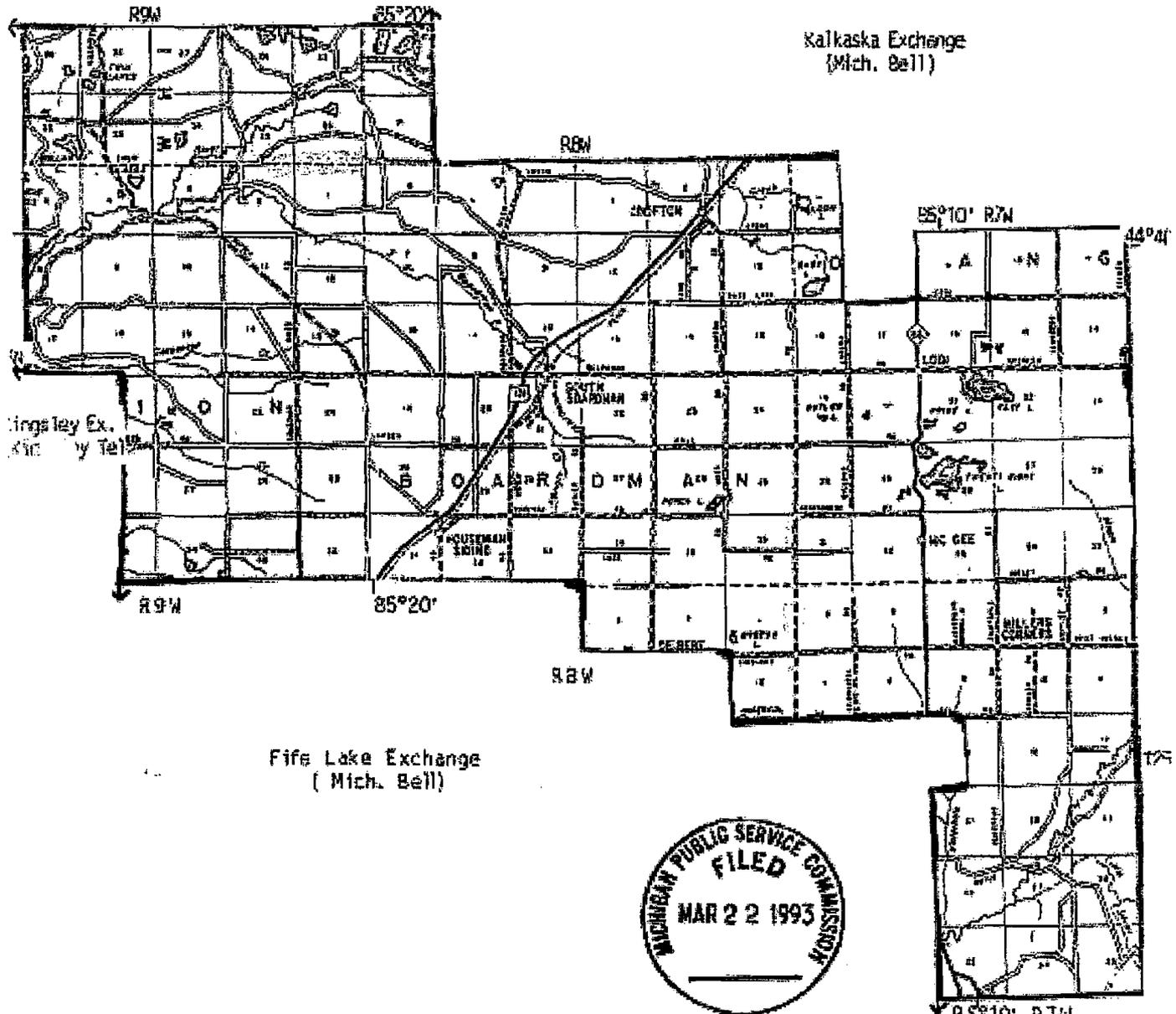
Masick, Michigan

EXCHANGE SERVICE AREA

Exchange: South Boardman

Williamsburg Exchange
(Mich. Bell)

Kalkaska Exchange
(Mich. Bell)



Fife Lake Exchange
(Mich. Bell)

R5°10' R7W
Madrastown Exchange
(Century Tel)

Issued: March 9, 1993

Effective: March 22, 1993

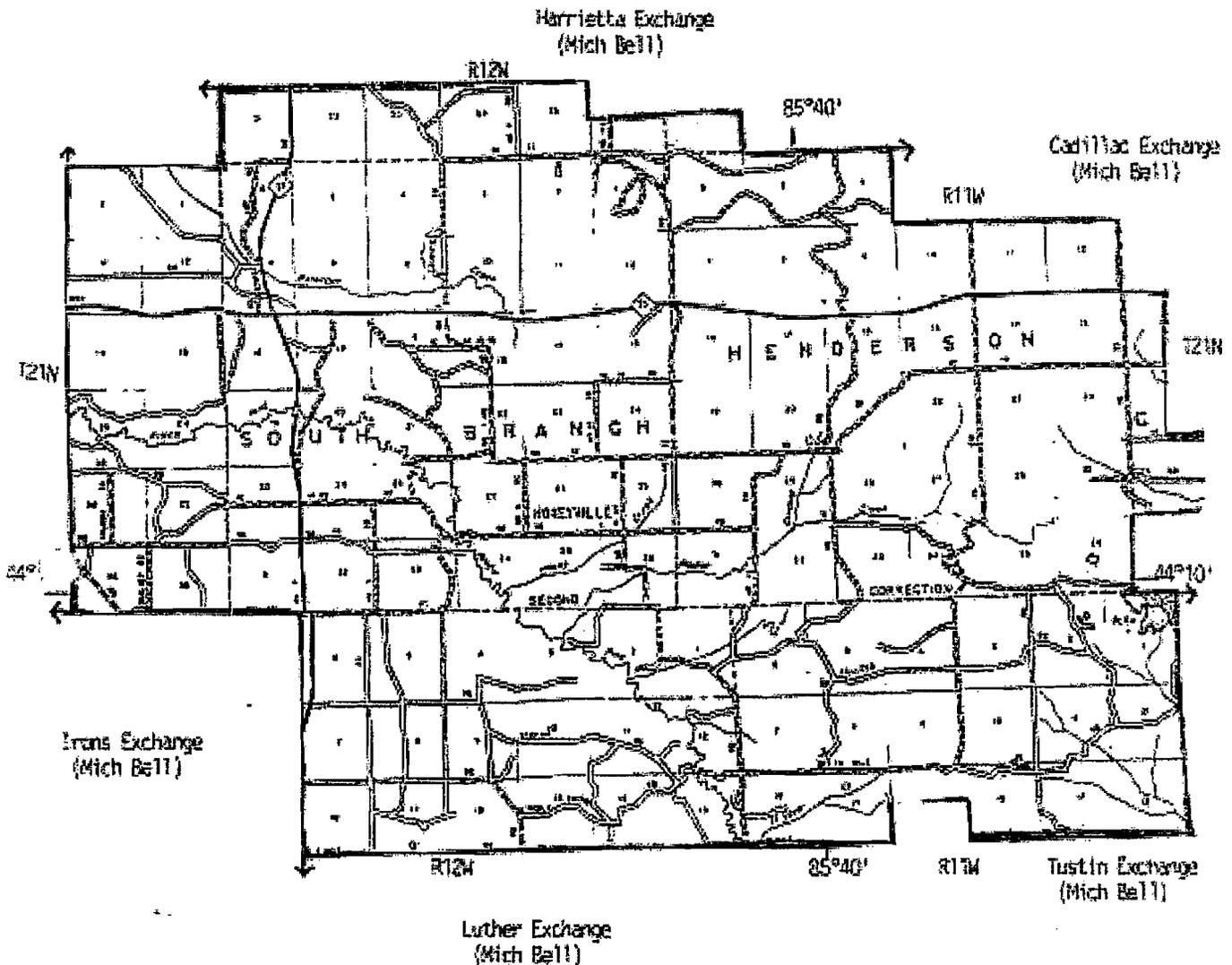
Issued under the authority of the Michigan Public Service
Commission Order dated December 22, 1992, in Case No. U-10064.

By: Jan M. Owens, Exec. Vice Pres./Gen. Mgr.

Wasick, Michigan

EXCHANGE SERVICE AREA

Exchange: Hoxeyville



Issued: March 9, 1993

Effective: March 22, 1993

Issued under the authority of the Michigan Public Service
Commission Order dated December 22, 1992, in Case No. U-10064.

By: Jon W. Owens, Exec. Vice Pres./Gen. Mgr.

Wesick, Michigan